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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

**Jointly Administered Under
 Case No. BK-S-06-10725 LBR**

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

**CERTIFICATE OF MAILING OF FOURTH
 SUPPLEMENTAL DECLARATION OF THOMAS J.
 ALLISON UNDER RULE 2014 (a) OF THE FEDERAL
 RULES OF BANKRUPTCY PROCEDURE IN
 CONNECTION WITH (I) THE EMPLOYMENT AND
 RETENTION OF MESIROW FINANCIAL INTERIM
 MANAGEMENT, LLC AS CRISIS MANAGERS FOR
 THE DEBTORS, AND (II) THE DESIGNATION OF
 THOMAS J. ALLISON OF MESIROW FINANCIAL
 INTERIM MANAGEMENT, LLC AS CHIEF
 RESTRUCTURING OFFICER FOR THE DEBTORS
 AND THE EMPLOYMENT OF CERTAIN
 TEMPORARY EMPLOYEES (AFFECTS ALL
 DEBTORS)**

Date: N/A
 Time: N/A

Affects:
☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA First Trust Deed Fund, LLC

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Deleted: Fourth Supplemental
 Declaration MFIM (2)

1
2 1. On December 6, 2006, I served the following document(s):

3 a. Fourth Supplemental Declaration Of Thomas J. Allison Under Rule 14 (a) Of
4 The Federal Rules Of Bankruptcy Procedure In Connection With (I) The Employment And
5 Retention Of Mesirow Financial Interim Management, LLC As Crisis Managers For The Debtor's
6 And (II) The Designation Of Thomas J. Allison Of Mesirow Financial Interim Management, LLC
7 As Chief Restructuring Officer For The Debtors And The Employment Of Certain Temporary
8 Employees (Affects All Debtors)

9 2. I served the above-named document by the following means to the persons as listed below:

10 ☒ a. By ECF System:

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5 ☐ b. **By United States mail, postage fully prepaid:**

6 ☐ c. **By Personal Service**

7 I personally delivered the document(s) to the persons at these addresses:

8 ☐ For a party represented by an attorney, delivery was made by handing the
9 document(s) to the attorney or by leaving the document(s) at the attorney's office with a clerk or
10 other person in charge, or if no one is in charge by leaving the document(s) in a conspicuous place
11 in the office.

12 ☐ For a party, delivery was made by handing the document(s) to the party or by
13 leaving the document(s) at the person's dwelling house or usual place of abode with someone of
14 suitable age and discretion residing there.

15 ☐ d. **By direct email (as opposed to through the ECF System)**

16 Based upon the written agreement to accept service by email or a court order, I
17 caused the document(s) to be sent to the persons at the email addresses listed below. I did not
18 receive, within a reasonable time after the transmission, any electronic message or other indication
19 that the transmission was unsuccessful.

20 ☐ e. **By fax transmission**

21 Based upon the written agreement of the parties to accept service by fax
22 transmission or a court order, I faxed the document(s) to the persons at the fax numbers listed
23 below. No error was reported by the fax machine that I used. A copy of the record of the fax
24 transmission is attached.

25 ☐ f. **By messenger**

26 I served the document(s) by placing them in an envelope or package addressed to
27 the persons at the addresses listed below and providing them to a messenger for service.

28

Deleted: Fourth Supplemental
Declaration MFIM (2)

I declare under penalty of perjury that the foregoing is true and correct.

Signed on: December 6, 2006

Christi Vanderlip /s/ Christi Vanderlip
 (Name of Declarant) (Signature of Declarant)

Deleted: I, Thomas J. Allison hereby state and declare:¶

1. I am a Senior Managing Director of Mesiraw Financial Interim Management, LLC ("MFIM"), a professional services firm engaged in the business of providing interim management services. I submit this fourth supplemental declaration (the "Fourth Supplemental Declaration") on behalf of MFIM, pursuant to Rule 2014 (a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), in further support of the retention and employment of MFIM as crisis manager and Thomas J. Allison of MFIM as the Chief Restructuring Officer (together with certain temporary employees provided by MFIM) by the above captioned debtors and debtors-in-possession (each a "Debtor" and collectively, the "Debtors"). I have personal knowledge of the matters set forth herein, and if called as a witness, would testify competently thereto.¶

2. The first Declaration Of Thomas J. Allison In Support Of Debtors' Motion (the "Employment Motion") For Order Authorizing (I) The Employment And Retention Of MFIM As Crisis Managers For The Debtors, And (II) The Designation Of Thomas J. Allison Of MFIM As Chief Restructuring Officer Of The Debtors And The Employment Of Certain Temporary Employees (the "Original Declaration") was filed with this Court on April 14, 2006. The Original Declaration was supplemented on June 13, 2006 (the "First Supplemental Declaration"), July 24, 2006 (the "Second Supplemental Declaration") and October 2, 2006 (the "Third Supplemental Declaration," collectively with the First Supplemental Declaration, the Second Supplemental Declaration and the Fourth Supplemental Declaration, the "Declarations")¶

3. On April 19, 2006, the Court entered an order approving the Employment Motion, on an interim basis (the "First Interim Employment Order"), to and including July 27, 2006.¶

4. After a subsequent hearing, on August 11, 2006, this Court entered another order further approving the Employment Motion, on an interim basis (the "Second Interim Employment Order"), to and including October 2, 2006.¶

5. After a subsequent hearing, on October 31, 2006, this Court entered another order approving the Employment Motion, on an interim basis (the "Third Interim Employment Order"), to and including December 15, 2006.¶

6. The Employment Motion, the Original Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, the Thi... [1]

Deleted: Fourth Supplemental Declaration MFIM (2)

I, Thomas J. Allison hereby state and declare:

1. I am a Senior Managing Director of Mesirow Financial Interim Management, LLC (“MFIM”), a professional services firm engaged in the business of providing interim management services. I submit this fourth supplemental declaration (the “Fourth Supplemental Declaration”) on behalf of MFIM, pursuant to Rule 2014 (a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), in further support of the retention and employment of MFIM as crisis manager and Thomas J. Allison of MFIM as the Chief Restructuring Officer (together with certain temporary employees provided by MFIM) by the above captioned debtors and debtors-in-possession (each a “Debtor” and collectively, the “Debtors”). I have personal knowledge of the matters set forth herein, and if called as a witness, would testify competently thereto.¹

2. The first Declaration Of Thomas J. Allison In Support Of Debtors’ Motion (the “Employment Motion”) For Order Authorizing (I) The Employment And Retention Of MFIM As Crisis Managers For The Debtors, And (II) The Designation Of Thomas J. Allison Of MFIM As Chief Restructuring Officer Of The Debtors And The Employment Of Certain Temporary Employees (the “Original Declaration”) was filed with this Court on April 14, 2006. The Original Declaration was supplemented on June 13, 2006 (the “First Supplemental Declaration”), July 24, 2006 (the “Second Supplemental Declaration”) and October 2, 2006 (the “Third Supplemental Declaration,” collectively with the First Supplemental Declaration, the Second Supplemental Declaration and the Fourth Supplemental Declaration, the “Declarations”)

3. On April 19, 2006, the Court entered an order approving the Employment Motion, on an interim basis (the “First Interim Employment Order”), to and including July 27, 2006.

4. After a subsequent hearing, on August 11, 2006, this Court entered another order further approving the Employment Motion, on an interim basis (the “Second Interim Employment Order”), to and including October 2, 2006.

¹ Certain of the disclosures herein relate to matters within the knowledge of other professionals at

5. After a subsequent hearing, on October 31, 2006, this Court entered another order approving the Employment Motion, on an interim basis (the “Third Interim Employment Order”), to and including December 15, 2006.

6. The Employment Motion, the Original Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, the Third Supplemental Declaration, the First Interim Employment Order, the Second Interim Employment Order and the Third Interim Employment Order are incorporated herein by reference, as if fully set forth herein.

Additional Disclosures

1. As set forth in the Original Declaration, Mesirow Financial Holdings, Inc., which is the parent company of MFIM (“Mesirow Financial”), has established an ethical wall between MFIM and the other subsidiaries, divisions and units of Mesirow Financial (other than Mesirow Financial Consulting, LLC). The ethical wall prohibits MFIM from sharing confidential or non-public information concerning the Debtors and these cases with any other employees of Mesirow Financial and *vice versa*. In addition, Mesirow Financial has also established a trading wall between MFIM and Mesirow Financial’s affiliated investment advisor subsidiaries (collectively, the “Mesirow BD/IA Subsidiaries”). The trading wall ensures that information concerning securities transactions by the Mesirow BD/IA Subsidiaries will not be available to MFIM.

2. The Mesirow BD/IA Subsidiaries are operated as separate and distinct subsidiaries from MFIM. As disclosed in its Original Declaration, MFIM only searches certain portions of Mesirow Financial’s database for purposes of identifying connections and disclosures and does not search that portion of the database protected by the ethical and trading walls.

3. SPCP Group, LLC (“Silver Point”) is the “stalking horse” bidder for the auction and sale of certain assets of the Debtor, which is scheduled to be held on December 7, 2006.

4. On December 4, 2006, I was inadvertently informed that Mesirow Financial’s hedge fund group, Mesirow Advanced Strategies, Inc., invests in Silver Point funds. Due to the ethical and trading

MFIM.

walls, I am unaware of any additional information regarding the nature and extent of the relationship between Silver Point and Mesirow Financial's hedge fund group.

5. If and when additional information becomes known with respect to any other relationships that may exist between MFIM or its professionals and the Debtors, creditors or any other party-in-interest which may affect these cases, supplemental declarations describing such information will be filed with the Court.

6. Subject to the Declarations, to the best of my knowledge, MFIM does not hold or represent an interest adverse to the estates and remains a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

7. To the best of my knowledge, except as disclosed in the Declarations, MFIM has no other connections with the Debtors, creditors, any other party-in-interest, or their respective attorneys and advisors.

I declare, under penalty of perjury, that, to the best of my knowledge, information and belief, that the foregoing is true and correct.

Mesirow Financial Interim Management, LLC



By _____

Thomas J. Allison

Senior Managing Director

Mesirow Financial Interim Management, LLC

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